



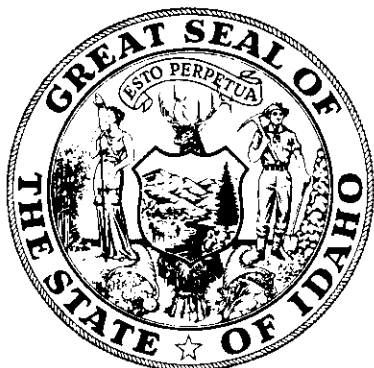
Department of State.

**CERTIFICATE OF AUTHORITY
OF
AGRA TRADING, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AGRA TRADING, INC.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AGRA TRADING, INC.
_____ to transact business in this State under the name AGRA TRADING, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated August 86, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

67654

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AGRA TRADING, INC.
2. *The name which it shall use in Idaho is AGRA TRADING, INC.
3. It is incorporated under the laws of the State of Delaware
4. The date of its incorporation is April 22, 1976 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is CT Corporation Trust, 100 West 10th, Wilmington, Delaware
6. The address of its proposed registered office in Idaho is 1110 First Interstate Building,
700 West Idaho Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Richard H. Greener
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
the transaction of any and all lawful business for which corporations
may be incorporated under the laws of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Rotchford L. Barker</u>	<u>Director/President</u>	<u>1411 W. Jackson, Chicago, Ill. 60604</u>
<u>William J. Ossmann</u>	<u>Director/Vice President/Secretary</u>	<u>1411 W. Jackson, Chicago, Ill. 60604</u>
<u>Ron Seliga</u>	<u>Treasurer</u>	<u>1411 W. Jackson, Chicago, Ill. 60604</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>15,000</u>	<u>common</u>	<u>\$1.00 par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
15,000	common	\$1.00 par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 26, 19 81.

AGRA TRADING, INC.

By Kim Loveland
Kim B. Loveland, pursuant to Power of Attorney, see attached as Exhibit "A"
President

and Kim Loveland
Kim B. Loveland, pursuant to Power of Attorney, see attached as Exhibit "A"
Secretary

STATE OF IDAHO)
)ss:
COUNTY OF Ada)

I, JAN M. ANDERSON, a notary public, do hereby certify that on this 26th day of August, 19 81, personally appeared before me KIM B. LOVELAND, who being by me first duly sworn, declared that he is the Attorney in Fact of AGRA TRADING, INC.

that he signed the foregoing document as Attorney in Fact of the corporation and that the statements therein contained are true.

Jan M. Anderson
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

POWER OF ATTORNEY

Know all men by these presents that AGRA TRADING, INC., a Delaware Corporation licensed to do business in the State of Illinois and located in the City of Chicago, County of Cook, does hereby appoint KIM L. LOVELAND, the City of Boise and the State of Idaho, its attorneys, for it and in its name to take those steps that said attorney deems necessary and appropriate to register and license AGRA TRADING, INC., to do business in the State of Idaho and in furtherance thereof, to take any and all acts, including, but not limited to, the preparation, execution, and filing of any and all documents required by the State of Idaho to become licensed to do business in said State and all other acts as required by the laws of the State of Idaho. Giving and granting unto KIM L. LOVELAND said attorney, and its substitute or substitutes, full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it might or could do if personally present, in furtherance of the above purpose and AGRA TRADING, INC., a Delaware Corporation, does hereby ratify and confirm all that KIM L. LOVELAND, said attorney, or its substitute or substitutes, shall lawfully do or cause to be done by virtue of these presents.

IN TESTIMONY WHEREOF, I, RON SELIGA, Officer of AGRA TRADING, INC., a Delaware Corporation, do hereby set my hand and seal this 20th day of August, 1981.

Signed, Sealed, and Delivered in the Presence of:

AGRA TRADING, INC., a
Delaware Corporation,

By Ronald Seliga
RON SELIGA, Officer

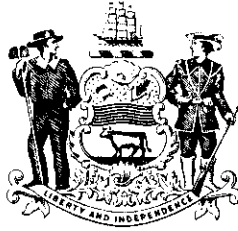
STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, Richard G. Schoenstadt, a notary public in and for and residing in the said County, in the State aforesaid, DO HEREBY CERTIFY that RON SELIGA personally known to me to be the same person whose name is subscribed to the foregoing Instrument appeared before me this day in person and acknowledged that he signed, sealed, and delivered the said Instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 20th day of August, 1981.

Richard G. Schoenstadt
Notary Public

My Commission Expires May 8, 1982



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ April 22, 1976 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

DATE: August 25, 1981

CERTIFICATE OF INCORPORATION
OF

AGRA TRADING, INC.

FIRST: The name of the Corporation is Agra Trading, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purpose to be conducted or promoted are:

To buy, sell, transport and process all types of agricultural produce and farm animals;

To purchase, or otherwise acquire, hold, mortgage, pledge, hypothecate, exchange, or otherwise deal in and with, sell, or otherwise dispose of, alone or in conjunction with others, commodities and other personal and real property, tangible or intangible, of every kind, character and description whatsoever and wheresoever situated, or any interest therein;

To buy, sell, exchange and otherwise deal in and with futures commodity contracts upon any exchange in the United States of America or elsewhere, whether or not regulated by any local, state or federal government agency or any agency of any foreign government;

To do anything necessary or convenient in connection with the foregoing activities; and

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 15,000 shares of common stock with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
George E. Crapple	One First National Plaza Suite 4700 Chicago, Illinois 60603

SIXTH: The name and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Rotchford L. Barker	141 West Jackson Boulevard Chicago, Illinois 60604
William J. Ossmann	141 West Jackson Boulevard Chicago, Illinois 60604

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is

expressly authorized to make, alter or repeal the By-Laws of the Corporation, subject to any specific limitation and such power provided by By-Laws adopted by the stockholders.

EIGHTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

TENTH: (1) To the extent permitted by Delaware law from time to time in effect and subject to the provisions of paragraph (2) of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses

(including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,

against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under paragraphs (1) and (2) of this Article (unless ordered by a court) shall

be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said paragraphs (1) and (2). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel (compensated by the corporation) in a written opinion or (iii) by the stockholders.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in paragraph (4) of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 of the General Corporation Law of Delaware.

ELEVENTH: Except as otherwise provided in the Certificate of Incorporation, the Board of Directors shall have authority to authorize the issuance, from time to time without any vote or other action by the stockholders, of any or all shares of stock of the Corporation of any class at any time authorized, any securities convertible into or

exchangeable for any such shares so authorized, and any warrant, option or right to purchase, subscribe for or otherwise acquire, shares of stock of the Corporation of any class at any time authorized, in each case to such persons and for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine. Stock so issued, for which the consideration has been paid to the Corporation, shall be full paid stock, and the holders of such stock shall not be liable to any further call or assessments thereon.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 16th day of April, 1976.



George E. Crapple (SEAL)